

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): July 9, 2024

MOVANO INC.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	001-40254 (Commission File Number)	82-4233771 (I.R.S. Employer Identification No.)
6800 Koll Center Parkway Pleasanton, CA (Address of Principal Executive Offices)	94566 (Zip Code)	

Registrant's telephone number, including area code: **(415) 651-3172**

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0001 par value per share	MOVE	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Approval of Amendment No. 2 to Movano Inc. Amended and Restated 2019 Omnibus Incentive Plan

On July 9, 2024, the stockholders of Movano Inc. (the “Company”) approved Amendment No. 2 (“Amendment No. 2”) to the Company’s Amended and Restated 2019 Omnibus Incentive Plan (the “2019 Plan”). A description of the terms and conditions of the 2019 Plan, as amended by Amendment No. 2, is set forth in the Company’s Proxy Statement for the 2024 Annual Meeting of Stockholders of the Company (the “2024 Annual Meeting”) as filed with the Securities and Exchange Commission on May 28, 2024 (the “2024 Proxy Statement”) under the heading “Proposal 4 – Approval of Amendment No. 2 to Amended and Restated 2019 Omnibus Incentive Plan”, which such description is incorporated by reference herein. This summary does not purport to be complete and is subject to, and qualified in its entirety by, the full text of Amendment No. 2, a copy of which is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated by reference into this Item 5.02.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On July 9, 2024, the Company filed a Certificate of Amendment to its Third Amended and Restated Certificate of Incorporation increasing the number of authorized shares of common stock from 150,000,000 to 500,000,000 shares, as further described in the 2024 Proxy Statement and as approved at the 2024 Annual Meeting, with the Secretary of State of the State of Delaware. The Certificate of Amendment became effective on upon filing with the Secretary of State.

The foregoing description of the Certificate Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment, a copy of which is filed herewith as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated by reference into this Item 5.03.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On July 9, 2024, the Company held its 2024 Annual Meeting. The certified results of each of the matters voted upon at the 2024 Annual Meeting, which are more fully described in the 2024 Proxy Statement, follow.

The Company’s stockholders elected the nominee to the Company’s Board of Directors to serve for a three-year term as a Class III director, with the votes cast as follows:

Director Name	For	Withheld	Broker Non-Votes
Brian Cullinan	28,986,938	3,111,761	16,306,537

The Company’s stockholders approved the Certificate of Amendment to the Company’s Third Amended and Restated Certificate of Incorporation to increase the number of authorized shares of common stock from 150,000,000 to 500,000,000 shares, with votes cast as follows:

For	Against	Abstain	Broker Non-Votes
22,159,295	9,469,483	469,921	16,306,537

The Company’s stockholders approved the Certificate of Amendment to the Company’s Third Amended and Restated Certificate of Incorporation to effect, at the discretion of the Company’s Board of Directors (the “Board”) on or prior to the one-year anniversary of the date of the 2024 Annual Meeting, a reverse stock split of the Company’s common stock at a stock split ratio between 1-for-2 and 1-for-30, with the ultimate ratio to be determined by the Board in its sole discretion, the implementation and timing of which shall be subject to the discretion of the Board, with votes cast as follows:

For	Against	Abstain	Broker Non-Votes
24,474,488	7,139,164	485,047	16,306,537

The Company’s stockholders approved Amendment No. 2 to the 2019 Plan, with votes cast as follows:

For	Against	Abstain	Broker Non-Votes
23,707,077	7,914,081	477,541	16,306,537

The Company’s stockholders ratified the appointment of Moss Adams LLP as the Company’s independent registered public accounting firm for 2024, with votes cast as follows:

For	Against	Abstain
46,972,166	653,382	779,688

Item 9.01 Financial Statements and Exhibits.

Exhibits

The following exhibits are filed herewith:

Exhibit No.	Exhibit Description
3.1	Certificate of Amendment to the Third Amended and Restated Certificate of Incorporation of the Company.
10.1	Amendment No. 2 to Movano Inc. Amended and Restated 2019 Omnibus Incentive Plan
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 10, 2024

MOVANO INC.

By: /s/ J Cogan
J Cogan
Chief Financial Officer

CERTIFICATE OF AMENDMENT
OF
THIRD AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
MOVANO INC.

MOVANO INC., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the “Corporation”), does hereby certify that:

1. The Third Amended and Restated Certificate of Incorporation of the Corporation is hereby amended by deleting the first paragraph of the section entitled FOURTH thereof in its entirety and replacing the first paragraph of the section entitled FOURTH with the following:

“FOURTH: The total number of shares of stock that the Corporation shall have authority to issue shall be five-hundred and five million shares, consisting of five-hundred million shares of Common Stock, par value \$0.0001 per share (the “Common Stock”), and five million shares of Preferred Stock, par value \$0.0001 per share (the “Preferred Stock”). Subject to the rights of the holders of any series of Preferred Stock then outstanding, the number of authorized shares of the Common Stock or Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority in voting power of the stock of the Corporation entitled to vote thereon, irrespective of the provisions of Section 242(b)(2) of the DGCL, and no vote of the holders of any of the Common Stock or Preferred Stock voting separately as a class shall be required therefor.”

2. The foregoing amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, MOVANO INC. has caused this Certificate to be executed by its duly authorized officer on this 9th day of July 2024.

By: /s/ John Mastrototaro
Name: John Mastrototaro
Title: Chief Executive Officer

**Amendment No. 2 of the
Movano Inc. Amended and Restated
2019 Omnibus Incentive Plan**

This Amendment No. 2 (“Amendment”), dated May 15, 2024, of the Amended and Restated 2019 Omnibus Incentive Plan (the “Existing Plan”; as amended by Amendment No. 1, dated April 15, 2022, and as amended hereby, the “Plan”), of Movano Inc., a Delaware corporation (the “Company”), is made and adopted by the Company, subject to approval of the stockholders of the Company.

Statement of Purpose

The Existing Plan was adopted by the Company’s Board of Directors (the “Board”) on February 10, 2021, and approved by the stockholders of the Company on February 24, 2021. The Board amended the Existing Plan on April 15, 2022, which amendment was approved by the stockholders of the Company on June 22, 2022. The Board may amend the Existing Plan at any time, pursuant to and subject to Section 5.2 of the Existing Plan, contingent on approval by the stockholders of the Company, if stockholder approval is required by applicable securities exchange rules or applicable law. The Board has determined that it is advisable and in the best interest of the Company to amend the Existing Plan to increase the number of shares of the Company’s common stock, par value \$0.0001 per share, authorized for issuance under the Existing Plan by 10,000,000 shares, and to make the other changes to the Existing Plan described in this Amendment.

NOW, THEREFORE, the Existing Plan is hereby amended as follows, subject to approval by the stockholders of the Company:

1. Capitalized Terms. All capitalized terms used and not defined herein shall have the meanings given thereto in the Existing Plan.
2. Amendment of Section 4.1 of Existing Plan. Section 4.1 of the Existing Plan is hereby deleted in its entirety and replaced with the following:

4.1. Authorized Number of Shares

Subject to adjustment under Section 14, the total number of Shares authorized to be awarded under the Plan is 23,400,000. Shares issued under the Plan shall consist in whole or in part of authorized but unissued Shares, treasury Shares, or Shares purchased on the open market or otherwise, all as determined by the Company from time to time.

3. Amendment of Section 4.3.1 of Existing Plan. Section 4.3.1 of the Existing Plan is hereby deleted in its entirety and replaced with the following:

4.3.1. Incentive Stock Options

Subject to adjustment under Section 14, 23,400,000 shares shall be available for issuance as Incentive Stock Options under the Plan.

4. Reference to and Effect on the Plan. The Plan, as amended hereby, and all other documents, instruments and agreements executed and/or delivered in connection therewith, shall remain in full force and effect, and are hereby ratified and confirmed.
5. Governing Law. This Amendment shall be governed by and construed in accordance with the laws of the State of Delaware.
6. Effective Date. This Amendment shall be effective this 15th day of May 2024, subject to the approval of the stockholders of the Company.